

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MINNESOTA
Civil No. 08-5348 (ADM/JSM)

UNITED STATES OF AMERICA)
)
Plaintiff,)
)
v.)
)
THOMAS JOSEPH PETTERS, et. al.,)
)
)
Defendants.)

**AFFIDAVIT OF RECEIVER REGARDING SALE
OF MEMBERSHIP INTEREST IN MN PINE MEADOWS, LLC**

STATE OF MINNESOTA)
)
) ss.
COUNTY OF HENNEPIN)

I, Douglas A. Kelley, in my capacity as the Court-appointed receiver ("Affiant"), state and allege as follows:

1. I am the Court-appointed receiver of the assets of the above-captioned Defendants, including Thomas J. Petters ("Petters"), pursuant to this Court's Second Amended Order for Entry of Preliminary Injunction, Appointment of Receiver and Other Equitable Relief dated December 8, 2008.

2. Petters is the holder of a seven and one half percent (7½%) membership interest (the "Membership Interest") in MN Pine Meadows, LLC, a Minnesota limited liability company (the "Company"). The Company owns and operates a one hundred seventy-nine (179) site manufactured housing community in East Waxachachie, Texas, approximately thirty (30) miles south of Dallas, Texas. The Membership Interest was purchased by Petters in 1999 for approximately \$75,000.00.

3. Attached hereto as Attachment 1 is a Memorandum prepared for Affiant analyzing the worth of the Company and Petters' Membership Interest therein. Based on the actual 2008 operating performance of the Company and depending on the capitalization rate used, it was determined that Petters' Membership Interest was worth between approximately \$45,200.00 and \$76,500.00.

4. Pursuant to the terms and conditions of Section 6.1 and Section 6.4 of the August 4, 1999 Member Control Agreement between the Company and its members, as amended, a copy of which is attached hereto as Attachment 2, Petters' Membership Interest must first be offered for sale to the other members of the Company before it can be sold to any other person or entity.

5. Affiant has received an offer (the "Offer") made on behalf of approximately eight (8) of the other members of the Company (collectively, the "Other Members") to purchase the Membership Interest of Petters for an aggregate purchase price of \$60,000.00. No other offers to purchase the Membership Interest have been received. Given the amount of the Offer and the very limited market for the sale of Petters' Membership Interest, it is in the best interests of the receivership to accept the Offer of the Other Members.

6. For the foregoing reasons, Affiant respectfully requests the Court to issue its Order authorizing the undersigned, as receiver for Thomas J. Petters to assign and/or convey Thomas J. Petters' Membership Interest in the Company to the Other Members for a purchase price of \$60,000.00.

FURTHER YOUR AFFIANT SAYETH NOT.

Dated this 27th day of August, 2009.

By: Douglas A. Kelley
DOUGLAS A. KELLEY
Court Appointed Receiver for
Thomas J. Petters
431 S. Seventh Street, Suite 2530
Minneapolis, MN 55415
Tel: (612) 371-9090
Email: dkelley@kelleywolter.com

Subscribed and sworn to before me
this 27th day of August, 2009.

Tina M. Knoll

Notary Public

